



Board Investment Policy

Proxy Voting Policy

I. Purpose

- A. The Board of Retirement of the San Joaquin County Employees' Retirement Association has the significant responsibility in participating in all equity fund proxy voting. Careful review and research is necessary to make voting decisions in the best interest of the Fund and timely filing of proxy votes is essential.
- B. The Board of Retirement delegates the filing of all proxy votes to the Fund's Investment Managers and Custodian Bank, with the following requirements:
 - 1. Investment Managers and Custodian Bank will review and timely cast all proxy votes on behalf of the Retirement Board;
 - 2. Investment Managers and Custodian Bank will be responsible to ensure that their reasons for voting on behalf of the Fund will primarily result in supporting or improving the shareholder's interest.
 - 3. When significant or unusual issues arise on proxy voting matters that would directly impact the shareholder's interest, the Investment Managers and Custodian Bank will timely contact the Chief Executive Officer (CEO) or Investment Officer (IO) regarding the issue and make a recommendation on the proxy vote.
 - 4. Should the CEO or IO disagree with the recommendation, the Chair of the Retirement Board will be contacted and his or her decision shall be final and reported at the next regularly scheduled Board meeting.

II. Policy Review

- A. Staff shall review this Policy at least once every three years to ensure that it remains relevant, appropriate, and in compliance. Any revisions or amendments to this policy must be approved by the Board of Retirement in accordance with its bylaws.

III. History

11/01/1991	Board adopted policy
09/24/2010	Updated format and title changes
07/05/2018	Reviewed, no changes required; Staff updated format
04/12/2019	Policy Review section amended to at least once every three years
07/10/2020	Revised to update IO job title and other non-substantive changes.
07/14/2023	Revised to include Custodian Bank in the Proxy Voting process.
09/01/2023	Added requirement to inform the full Board when Chair makes Proxy Voting decision and fixed typo.

Certification of Board Adoption



Clerk of the Board

09/01/2023

Date